

Revance Therapeutics, Inc.
Form SC 13G
February 12, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

REVANCE THERAPEUTICS, INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

761330109

(CUSIP Number)

Martin P. Sutter

Essex Woodlands Health Ventures V, L.L.C.

Essex Woodlands Health Ventures VIII, LLC

21 Waterway Avenue, Suite 225

The Woodlands, Texas 77380

(281) 364-1555

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 31, 2014, December 31, 2015

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 761330109

Page 2 of 24 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures V, L.L.C.
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 457,085
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON 457,085
8 SHARED DISPOSITIVE POWER

WITH

-0-
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

457,085

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.6%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 761330109

Page 3 of 24 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures Fund V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 457,085

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-

EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON 457,085

8 SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

457,085

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.6%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 761330109

Page 4 of 24 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures VIII, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 4,142,962⁽¹⁾

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-

EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON 4,142,962⁽¹⁾

8 SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,142,962⁽¹⁾

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.8%

12 TYPE OF REPORTING PERSON

OO

(1) See Item 4.

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures VIII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 4,142,962⁽¹⁾
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON 4,142,962⁽¹⁾
8 SHARED DISPOSITIVE POWER

WITH

-0-
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,142,962⁽¹⁾
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.8%

12 TYPE OF REPORTING PERSON

PN

(1) See Item 4.

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures Fund VIII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 3,754,582⁽¹⁾
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON 3,754,582⁽¹⁾
8 SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,754,582⁽¹⁾

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.4%

12 TYPE OF REPORTING PERSON

PN

(1) See Item 4.

CUSIP No. 761330109

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures Fund VIII-A, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 270,695⁽¹⁾

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-

EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON 270,695⁽¹⁾

8 SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

270,695⁽¹⁾

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.0%

12 TYPE OF REPORTING PERSON

PN

(1) See Item 4.

CUSIP No. 761330109

Page 8 of 24 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures Fund VIII-B, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 117,685⁽¹⁾

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-

EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON 117,685⁽¹⁾

8 SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

117,685⁽¹⁾

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.4%

12 TYPE OF REPORTING PERSON

PN

(1) See Item 4.

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Martin P. Sutter

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES

-0-

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

4,600,047⁽¹⁾

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

8 SHARED DISPOSITIVE POWER

WITH

4,600,047⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,600,047⁽¹⁾

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

16.4%

12 TYPE OF REPORTING PERSON

IN

(1) See Item 4.

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Jeff Himawan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES -0-

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 4,142,962⁽¹⁾

EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON -0-

8 SHARED DISPOSITIVE POWER

WITH

4,142,962⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,142,962⁽¹⁾

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.8%

12 TYPE OF REPORTING PERSON

IN

(1) See Item 4.

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ronald W. Eastman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES

-0-

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

4,142,962⁽¹⁾

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

8 SHARED DISPOSITIVE POWER

WITH

4,142,962⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,142,962⁽¹⁾

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.8%

12 TYPE OF REPORTING PERSON

IN

(1) See Item 4.

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Guido J. Neels

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES

-0-

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

4,142,962⁽¹⁾

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

8 SHARED DISPOSITIVE POWER

WITH

4,142,962⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,142,962⁽¹⁾

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.8%

12 TYPE OF REPORTING PERSON

IN

(1) See Item 4.

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Petri Vainio

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES -0-
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 4,142,962⁽¹⁾
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON -0-
8 SHARED DISPOSITIVE POWER

WITH

4,142,962⁽¹⁾
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,142,962⁽¹⁾
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.8%

12 TYPE OF REPORTING PERSON

IN

(1) See Item 4.

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Steve Wiggins

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES

-0-

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

4,142,962⁽¹⁾

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

8 SHARED DISPOSITIVE POWER

WITH

4,142,962⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,142,962⁽¹⁾

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.8%

12 TYPE OF REPORTING PERSON

IN

(1) See Item 4.

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

James Currie

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES -0-
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 4,600,047⁽¹⁾
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON -0-
8 SHARED DISPOSITIVE POWER

WITH

4,600,047⁽¹⁾
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,600,047⁽¹⁾
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

16.4%

12 TYPE OF REPORTING PERSON

IN

(1) See Item 4.

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Immanuel Thangaraj

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES -0-

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 4,600,047⁽¹⁾

EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON -0-

8 SHARED DISPOSITIVE POWER

WITH

4,600,047⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,600,047⁽¹⁾

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

16.4%

12 TYPE OF REPORTING PERSON

IN

(1) See Item 4.

ORIGINAL REPORT ON SCHEDULE 13G

Item 1.

(a) Name of Issuer: Revance Therapeutics, Inc.

(b) Address of Issuer's Principal Executive Offices:
7555 Gateway Boulevard

Newark, California 94560

Item 2.

(a) Name of Person Filing: This Schedule 13G is being filed jointly by Essex Woodlands Health Ventures Fund V, L.P., a Delaware limited partnership (**Essex V**), Essex Woodlands Health Ventures V, L.L.C., a Delaware limited liability company, the general partner of Essex V (the **Essex V General Partner**), Essex Woodlands Health Ventures Fund VIII, L.P., a Delaware limited partnership (**Essex VIII**), Essex Woodlands Health Ventures Fund VIII-A, L.P., a Delaware limited partnership (**Essex VIII-A**), Essex Woodlands Health Ventures Fund VIII-B, L.P., a Delaware limited partnership (**Essex VIII-B**), and together with Essex VIII and Essex VIII-A, the **Essex VIII Funds**), Essex Woodlands Health Ventures VIII, L.P., a Delaware limited partnership, the general partner of the Essex VIII Funds (the **Essex VIII Funds GP**), Essex Woodlands Health Ventures VIII, LLC, a Delaware limited liability company, the general partner of the Essex VIII Funds GP (the **Essex VIII General Partner**), Martin P. Sutter, an individual, Jeff Himawan, an individual, Ronald W. Eastman, an individual, Guido J. Neels, an individual, Petri Vainio, an individual, Steve Wiggins, an individual, James Currie, an individual, and Immanuel Thangaraj, an individual (each a **Manager** , collectively, the **Managers** , and together with the Essex VIII Funds, Essex VIII Funds GP and the Essex VIII General Partner, the **Reporting Persons**).

(b) Address of Principal Business Office: The address of the principal business of each of the Reporting Persons is 21 Waterway Avenue, Suite 225, The Woodlands, Texas 77380.

(c) Citizenship: Essex V, the Essex VIII Funds and Essex VIII Funds GP are each Delaware limited partnerships. Essex V General Partner and the Essex VIII General Partner are each Delaware limited liability companies. Each Manager is an individual who is a citizen of the United States.

(d) Title and Class of Securities: Common Stock

(e) CUSIP Number: 761330109

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a 8).
- (e) .. An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company or control person in accordance with § 240.13d- 1(b)(1)(ii)(G);
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a 3);
- (j) .. Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

(a) Amount Beneficially Owned:

For Essex V and Essex V General Partner, 457,085 shares.

For Essex VIII Funds GP and Essex VIII General Partner, 4,142,962 shares(1).

For Essex VIII, 3,754,582 shares(2).

For Essex VIII-A, 270,695 shares(3).

For Essex VIII-B, 117,685 shares(4).

For each of the Managers: Martin P. Sutter, James Currie and Immanuel Thangaraj, 4,600,047 shares(5).

For each of the Managers: Jeff Himawan, Ronald W. Eastman, Guido J. Neels, Petri Vainio and Steve Wiggins, 4,142,962 shares(6).

(b) Percent of Class:

The following percentages are calculated based on 28,062,233 shares of Common Stock outstanding on November 9, 2015, as set forth in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 11, 2015.

For Essex V and Essex V General Partner, 1.6%.

For each of Essex VIII Funds GP and Essex VIII General Partner, 14.8%.

For Essex VIII, 13.4%.

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For Essex VIII-A, 1.0%.

For Essex VIII-B, 0.4%.

For each of the Managers: Martin P. Sutter, James Currie and Immanuel Thangaraj, 16.4%.

For each of the Managers: Jeff Himawan, Ronald W. Eastman, Guido J. Neels, Petri Vainio and Steve Wiggins, 14.8%.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

For Essex V and Essex V General Partner, 457,085 shares.

For Essex VIII Funds GP and Essex VIII General Partner, 4,142,962 shares(1).

For Essex VIII, 3,754,582 shares(2).

For Essex VIII-A, 270,695 shares(3).

For Essex VIII-B, 117,685 shares(4).

(ii) Shared power to vote or to direct the vote:

For each of the Managers: Martin P. Sutter, James Currie and Immanuel Thangaraj, 4,600,047 shares(5).

For each of the Managers: Jeff Himawan, Ronald W. Eastman, Guido J. Neels, Petri Vainio and Steve Wiggins, 4,142,962 shares(6).

(iii) Sole power to dispose or to direct the disposition of:

For Essex V and Essex V General Partner, 457,085 shares.

For Essex VIII Funds GP and Essex VIII General Partner, 4,142,962 shares(1).

For Essex VIII, 3,754,582 shares(2).

For Essex VIII-A, 270,695 shares(3).

For Essex VIII-B, 117,685 shares(4).

(iv) Shared power to dispose or to direct the disposition of:

For each of the Managers: Martin P. Sutter, James Currie and Immanuel Thangaraj, 4,600,047 shares(5).

For each of the Managers: Jeff Himawan, Ronald W. Eastman, Guido J. Neels, Petri Vainio and Steve Wiggins, 4,142,962 shares(6).

(1) Includes 3,747,332 shares held by Essex VIII, 270,172 shares held by Essex VIII-A, 117,458 shares held by Essex VIII-B, and 8,000 shares that may be acquired pursuant to the exercise of a stock option granted to Ronald W. Eastman, a director of Issuer who is a Manager (the *Option*). Under Essex VIII Funds GP's and Essex VIII Funds partnership agreements, Mr. Eastman is deemed to hold the Option for the benefit of Essex VIII Funds GP and Essex VIII Funds and may exercise the option solely upon the direction of Essex VIII Funds GP and Essex VIII Funds, which Essex VIII, Essex VIII-A and Essex VIII-B are each entitled pro rata to the shares issued upon exercise based on their respective investments in the Issuer.

(2) Includes 3,747,332 shares held by Essex VIII and 7,250 pro rata shares that may be acquired pursuant to the exercise of the Option.

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(3) Includes 270,172 shares held by Essex VIII-A and 523 pro rata shares that may be acquired pursuant to the exercise of the Option.

(4) Includes 117,458 shares held by Essex VIII-B and 227 pro rata shares that may be acquired pursuant to the exercise of the Option.

(5) Includes 457,085 shares held by Essex V, 3,747,332 shares held by Essex VIII, 270,172 shares held by Essex VIII-A, 117,458 shares held by Essex VIII-B, and 8,000 shares that may be acquired pursuant to the exercise of the Option.

(6) Includes 3,747,332 shares held by Essex VIII, 270,172 shares held by Essex VIII-A, 117,458 shares held by Essex VIII-B, and 8,000 shares that may be acquired pursuant to the exercise of the Option.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " ".

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certifications.

N/A

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2016

ESSEX WOODLANDS HEALTH VENTURES V, L.L.C. INDIVIDUALS:

By: /s/ Martin P. Sutter
Name: Martin P. Sutter
Title: Managing Director

/s/ Martin P. Sutter
Name: Martin P. Sutter

ESSEX WOODLANDS HEALTH VENTURES FUND V, L.P.

By: Essex Woodlands Health Ventures V, L.L.C.

/s/ Jeff Himawan
Name: Jeff Himawan

By: /s/ Martin P. Sutter
Name: Martin P. Sutter
Title: Managing Director

/s/ Ronald W. Eastman
Name: Ronald W. Eastman

ESSEX WOODLANDS HEALTH VENTURES VIII, LLC

By: /s/ Martin P. Sutter
Name: Martin P. Sutter
Title: Managing Director

/s/ Guido J. Neels
Name: Guido Neels

ESSEX WOODLANDS HEALTH VENTURES VIII, L.P.

By: Essex Woodlands Health Ventures VIII, LLC,
Its General Partner

/s/ Petri Vainio
Name: Petri Vainio

By: /s/ Martin P. Sutter
Name: Martin P. Sutter
Title: Managing Director

/s/ Steve Wiggins
Name: Steve Wiggins

ESSEX WOODLANDS HEALTH VENTURES FUND VIII, L.P.

By: Essex Woodlands Health Ventures VIII, L.P.,
Its General Partner

/s/ James Currie
Name: James Currie

By: Essex Woodlands Health Ventures VIII, LLC,
Its General Partner

/s/ Immanuel Thangaraj
Name: Immanuel Thangaraj

By: /s/ Martin P. Sutter

Name: Martin P. Sutter
Title: Managing Director

**ESSEX WOODLANDS HEALTH VENTURES FUND
VIII-A, L.P.**

By: Essex Woodlands Health Ventures VIII, L.P.,
Its General Partner

By: Essex Woodlands Health Ventures VIII, LLC,
Its General Partner

By: /s/ Martin P. Sutter
Name: Martin P. Sutter
Title: Managing Director

**ESSEX WOODLANDS HEALTH VENTURES
FUND VIII-B, L.P.**

By: Essex Woodlands Health Ventures VIII, L.P.,
Its General Partner

By: Essex Woodlands Health Ventures VIII, LLC,
Its General Partner

By: /s/ Martin P. Sutter
Name: Martin P. Sutter
Title: Managing Director